

Zwack Unicum Plc. RESOLUTIONS

of the Annual General Meeting held on June 28, 2023

Resolution of the AGM No. 1/2023. 06. 28.

The AGM approved the election of Mr. Sándor Zwack as conducting chairman, Mr. Balázs Szűcs and Mr. Tibor Petrás as vote counters, the election of dr. Barbara Stampfer as keeper of the Minutes of the June 28, 2023 Annual General Meeting, and the election of Mr. Hans Dieter Melwisch representative of the shareholder PZHAG, and Mr. Tamás Sándor-Kiss, representative of the shareholder Diageo Holdings Netherlands B.V., as confirmers of the Minutes.

Number of votes	Ratio of votes	Yes	No	Abstention
1 553 855	99.99%	1 553 732	105	18

Report of the Board of Directors on the business activities of the Company in the business year starting on April 1, 2022 and terminating on March 31, 2023 and presentation of the related draft Annual Report of the Company; Report of the Auditor; Report of the Supervisory Board, including the report of the Audit Board; Approval of the Corporate Governance Report

Resolution of the AGM No. 2/2023. 06. 28.

The AGM **approved** the report of the Board of Directors regarding the business activities and financial results of the Company in the business year starting on April 1, 2022 and terminating on March 31, 2023.

Number of votes	Ratio of votes	Yes	No	Abstention
1 553 882	100.00%	1 553 815	16	51

Resolution of the AGM No. 3/2023. 06. 28.

The AGM has **approved** the report of KPMG Hungária Kft., as statutory auditor of the Company regarding the operation of the Company in the business year starting on April 1, 2022 and terminating on March 31, 2023 and the related Annual Report.

Number of votes	Ratio of votes	Yes	No	Abstention
1 554 093	99.96%	1 553 432	401	260

Resolution of the AGM No. 4/2023. 06. 28.

The AGM **approved** the report of the Supervisory Board, including the report of Audit Committee for the business year starting on April 1, 2022 and terminating on March 31, 2023.

Number of votes	Ratio of votes	Yes	No	Abstention
1 555 916	99.93%	1 554 849	892	175

Resolution of the AGM No. 5/2023. 06. 28.

The AGM **approved** the Corporate Governance Report of the Board of Directors, approved by the Supervisory Board for the business year starting on April 1, 2022 and terminating on March 31, 2023.

Number of votes	Ratio of votes	Yes	No	Abstention
1 555 499	99.92%	1 554 186	708	605

Approval of the Annual Report of the Zwack Unicum Plc. concerning the business year starting April 1, 2022 and terminating on March 31, 2023, prepared in accordance with the international accounting standards (IFRS)

Resolution of the AGM No. 6/2023. 06. 28.

The AGM **approved** the Annual Report of Zwack Unicum Plc. concerning the business year starting on April 1, 2022 and terminating on March 31, 2023, prepared in accordance with the international accounting standards (IFRS) as follows:

STATEMENT OF FINANCIAL POSITION	ZWACK UNICUM PLC. <u>in million HUF</u>
<u>Assets:</u>	
Non-current assets:	4 121
Property, plant and equipment	3 946
Intangible assets	75
Employee loans	1
Deferred tax asset	99
Current assets:	11 312
Inventories	4 517
Trade receivables	3 149
Other financial receivables	109
Non-financial receivables	104
Cash and cash equivalents	3 433
<u>Total assets:</u>	15 433
<u>Equity and liabilities:</u>	
Shareholder's equity:	9 260
Share capital	2 000
Share premium	165
Retained earnings	7 095
Non-current liabilities:	680
Leases	24
Long-term employee benefits	573
Deferred income	83
Current liabilities:	5 493
Trade and other payables	2 543
Leases	6
Amount payable (due) to customers	547
Current income tax	195
Employee benefits	883
Other taxes and non-financial liabilities	1 306
Provisions	13
<u>Total equity and liabilities:</u>	15 433

STATEMENT OF COMPREHENSIVE INCOME	<u>in million HUF</u>
Revenue	21 215
Operating expenses	17 447
Material-type expenses	8 511
Employee benefits expense	3 685
Depreciation and amortization	600
Other operating expenses	4 651
Other operating income	100
Profit from operations	3 868
Net financial income/cost	292
Profit before tax	4 160
Income tax expense	712
Profit for the year	3 448

Number of votes	Ratio of votes	Yes	No	Abstention
1 554 991	99.66%	1 549 645	2 520	2 826

Resolution on dividend on the basis of the annual report concerning the business year starting on April 1, 2022 and terminating on March 31, 2023

Resolution of the AGM No. 7/2023. 06. 28.

The AGM **approved** the proposal of the Board of Directors on the basis of which the Company has declared the payment of dividend in the amount of 1 700 HUF per share, in total HUF 3 459 500 000 (three billion four hundred fifty-nine million and five hundred thousand Hungarian Forints). The AGM has ordered the Board of Directors to take the necessary steps for the payment of the dividends on a pro rata basis in accordance with the shareholding set forth in the Company's Share Register on July 19, 2023. The distribution of the dividends shall commence on July 26, 2023.

Number of votes	Ratio of votes	Yes	No	Abstention
1 555 416	100.00%	1 555 361	7	48

Resolution on the remuneration of the members of the Board of Directors and the Supervisory Board

Resolution of the AGM No. 8/2023. 06. 28.

The AGM **approved** the honoraria for the members of the Company's Board of Directors and the Supervisory Board in regard to the business year starting on April 1, 2022 and terminating on March 31, 2023 as follows:

Chairman of the Board of Directors: 5.0 M HUF
Deputy Chairman of the Board of Directors 4.4 M HUF
Members of the Board of Directors: 3.8 M HUF

Chairwoman of the Supervisory Board: 5.0 M HUF
Deputy Chairman of the Supervisory Board 4.4 M HUF
Members of the Supervisory Board: 3.8 M HUF

Number of votes	Ratio of votes	Yes	No	Abstention
1 554 855	99.83%	1 552 279	1 721	855

Election of members of the Board of Directors, of the Supervisory Board and of the Audit Board

Resolution of the AGM No. 9/2023. 06. 28.

The AGM acknowledged the resignation of Mr. **Božidar Božić** (mother's full maiden name: Janja Vuković) from his membership in the Board of Directors as of June 29, 2023. The AGM discharged Mr. Božidar Božić from his liabilities in connection with his activities as member of the Board of Directors.

Number of votes	Ratio of votes	Yes	No	Abstention
1 555 085	99.85%	1 552 770	914	1 401

Resolution of the AGM No. 10/2023. 06. 28.

The AGM approved the re-election of **Mr. Sándor Zwack** (mother's full maiden name: Anne Storie-Marshall.) as a member of the Board of Directors for a definite period of time starting on August 1, 2023 and expiring on July 31, 2026.

Number of votes	Ratio of votes	Yes	No	Abstention
1 555 097	100.00%	1 555 071	8	18

Resolution of the AGM No. 11/2023. 06. 28.

The AGM approved the re-election of **Ms. Isabella Veronika Zwack** (mother's full maiden name: Anne Storie-Marshall.) as a member of the Board of Directors for a definite period of time starting on August 1, 2023 and expiring on July 31, 2026.

Number of votes	Ratio of votes	Yes	No	Abstention
1 552 634	100.00%	1 552 609	6	19

Resolution of the AGM No. 12/2023. 06. 28.

The AGM approved the re-election of **Mr. Mag. Wolfgang Spiller** (mother's full maiden name: Ilse Althaler) as a member of the Board of Directors for a definite period of time starting on August 1, 2023 and expiring on July 31, 2026.

Number of votes	Ratio of votes	Yes	No	Abstention
1 555 048	99.75%	1 551 212	1 315	2 521

Resolution of the AGM No. 13/2023. 06. 28.

The AGM approved the re-election of **Mr. Frank Odzuck** (mother's full maiden name: Irene Watzke) as a member of the Board of Directors for a definite period of time starting on August 1, 2023 and expiring on July 31, 2026.

Number of votes	Ratio of votes	Yes	No	Abstention
1 554 970	99.86%	1 552 762	13	2 195

Resolution of the AGM No. 14/2023. 06. 28.

The AGM approved the re-election of **Mr. Tibor András Dörnyei** (mother's full maiden name: Erzsébet Menyhárt) as a member of the Board of Directors for a definite period of time starting on August 1, 2023 and expiring on July 31, 2026.

Number of votes	Ratio of votes	Yes	No	Abstention
1 554 903	99.94%	1 553 964	297	642

Resolution of the AGM No. 15/2023. 06. 28.

The AGM approved the election of **Ms. Gabriella Harkai-Józsa** (mother's full maiden name: Gizella Takács) as a member of the Board of Directors for a definite period of time starting on today and expiring on July 31, 2026.

Number of votes	Ratio of votes	Yes	No	Abstention
1 555 117	99.81%	1 552 145	1 690	1 282

Resolution of the AGM No. 16/2023. 06. 28.

The AGM approved the re-election of **Dr. Hubertine Underberg-Ruder** (mother's full maiden name: Christiane Schattauer-Klönne) as a member of the Supervisory Board for a definite period of time starting on August 1, 2023 and expiring on July 31, 2026.

Number of votes	Ratio of votes	Yes	No	Abstention
1 552 481	99.79%	1 549 180	1 210	2 091

Resolution of the AGM No. 17/2023. 06. 28.

The AGM approved the re-election of **Dr. András Szecskay** (mother's full maiden name: Klára Bóta) as a member of the Supervisory Board for a definite period of time starting on August 1, 2023 and expiring on July 31, 2026.

Number of votes	Ratio of votes	Yes	No	Abstention
1 554 557	99.99%	1 554 391	66	100

Resolution of the AGM No. 18/2023. 06. 28.

The AGM approved the re-election of **Dr. István Salgó** (mother's full maiden name: Mária Szita) as a member of the Supervisory Board for a definite period of time starting on August 1, 2023 and expiring on July 31, 2026.

Number of votes	Ratio of votes	Yes	No	Abstention
1 554 589	99.91%	1 553 222	613	754

Resolution of the AGM No. 19/2023. 06. 28.

The AGM approved the re-election of **Mr. Nándor Szakolczai** (mother's full maiden name: Margit Szabó) as a member of the Supervisory Board for a definite period of time starting on August 1, 2023 and expiring on July 31, 2026.

Number of votes	Ratio of votes	Yes	No	Abstention
1 554 523	99.87%	1 552 505	107	1 911

Resolution of the AGM No. 20/2023. 06. 28.

The AGM approved the re-election of **Dr. György Geiszl** (mother's full name: Katalin Tóth) as a member of the Supervisory Board for a definite period of time starting on August 1, 2023 and expiring on July 31, 2026.

Number of votes	Ratio of votes	Yes	No	Abstention
1 554 632	99.89%	1 552 883	926	823

Resolution of the AGM No. 21/2023. 06. 28.

The AGM approved the re-election of **Dr. István Salgó** (mother's full maiden name: Mária Szita) as a member of the Audit Board for a definite period of time starting on August 1, 2023 and expiring on July 31, 2026.

Number of votes	Ratio of votes	Yes	No	Abstention
1 553 810	99.79%	1 550 475	665	2 670

Resolution of the AGM No. 22/2023. 06. 28.

The AGM approved the re-election of **Mr. Nándor Szakolczai** (mother's full maiden name: Margit Szabó) as a member of the Audit Board for a definite period of time starting on August 1, 2023 and expiring on July 31, 2026.

Number of votes	Ratio of votes	Yes	No	Abstention
1 553 724	99.84%	1 551 177	532	2 015

Advisory vote on the Remuneration report concerning the business year starting on April 1, 2022 and terminating on March 31, 2023**Resolution of the AGM No. 23/2023. 06. 28.**

The AGM approved the Remuneration Report concerning the business year starting on April 1, 2022 and terminating on March 31, 2023, elaborated and proposed by the Board of Directors of the Company with respect to Act LXVII of 2019 on the Encouragement of Long-term Shareholder Engagement and Modification of Certain Acts with the Purpose of Legal Harmonization and the effective remuneration policy of the Company.

Number of votes	Ratio of votes	Yes	No	Abstention
1 554 836	99.78%	1 551 378	298	3 160

Authorization of the Board of Directors to increase the registered capital by way of issuing redeemable shares of preferred liquidation quota

Resolution of the AGM No. 24/2023. 06. 28.

The AGM **authorized** the Board of Directors of the Company to increase, within one or more phases, the registered capital of the Company within five (5) years as of June 28, 2023, exclusively by issuing up to 200,000 redeemable liquidation preference shares (including the already issued redeemable liquidation preference shares) through private placement. The highest amount by which the Board of Directors can increase the registered capital of the Company is up to (within one or more phases) HUF 200,000,000 that is two hundred million Hungarian forints (including the capital represented by the already issued redeemable liquidation preference shares). The placement value of such redeemable liquidation preference shares will be their nominal value equaling to HUF 1,000 (one thousand Hungarian forints). The Board of Directors is entitled to decide about the exclusion or limitation of preferential subscription rights related to such capital increase(s) as may be necessary. The Board of Directors can only exercise such capital increase right with respect to the new shares to be issued and the prior written approval of the Supervisory Board.

Number of votes	Ratio of votes	Yes	No	Abstention
1 553 790	99.18%	1 541 111	1 643	11 036

Resolution on the exclusion of preferential subscription in connection with the redeemable shares of preferred liquidation shares

Resolution of the AGM No. 25/2023. 06. 28.

The AGM - based on a written motion presented by the Board of Directors - decided to **exclude** the exercise of preemptive subscription rights with respect to any and all redeemable liquidation preference shares to be issued through private placement by the Board of Directors on the basis of the above resolution of the AGM. No. 24/2023. 06. 28.

Number of votes	Ratio of votes	Yes	No	Abstention
1 553 669	99.41%	1 544 533	1 153	7 983

Modification and amendment of the Statutes of the Company

Resolution of the AGM No. 26/2023. 06. 28.

The AGM **approved** the amendments of the Statutes of the Company and its annex as set forth in the published general meeting proposals.

Number of votes	Ratio of votes	Yes	No	Abstention
1 553 381	99.77%	1 549 853	124	3 404

Approval of the consolidated text of the Company's Statutes, including amendments to date

Resolution of the AGM No. 27/2023. 06. 28.

The AGM **approved** the consolidated version of the Statutes including the modifications and amendments set forth by the above Resolutions of the AGM (containing all the amendments to date) attached to this Minutes as Appendices 1/A and 1/B.

Number of votes	Ratio of votes	Yes	No	Abstention
1 553 132	99.90%	1 551 621	115	1 396

Approval of the remuneration of the Company's auditor

Resolution of the AGM No. 28/2023. 06. 28.

The AGM approved the honoraria - amounting to HUF 39 100 000 / year + VAT for KPMG Hungary Kft. (registered seat: H-1134 Budapest, Váci út 31., registration no.:000202) for its performance as auditor of the Company in respect of the financial year 2023/2024. The honoraria includes the fee for the auditing of the annual report concerning the 2023/24 business year and the verification of the remuneration report in accordance with the applicable regulations. The AGM authorized the Board of Directors to conclude the respective amendment to the agreement with the statutory auditor.

Number of votes	Ratio of votes	Yes	No	Abstention
1 549 101	99.52%	1 541 608	4 225	3 268

June 28, 2023 Budapest

*Board of Directors of the
Zwack Unicum Plc.*